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 BERNARD D. ATWOOD  
 JAMES M. ESTABROOK  
 EDWARD H. MAHLA  
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 MACDONALD DEMING  
 WILLIAM J. JUNKERMAN  
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 M. E. DeORCHIS  
 WILLIAM P. KAIN, JR.  
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 EDWARD L. JOHNSON  
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 R. GLENN BAUER  
 THEODORE M. SYSOL  
 CARROLL E. DUBUC \*  
 THOMAS F. MOLANPHY  
 LENNARD K. RAMBUSCH  
 JAMES J. SENTNER, JR.  
 RANDAL R. CRAFT, JR.  
 WILLIAM J. HONAN III  
 CHESTER D. HOOPER  
 EMIL A. KRATOVL, JR.  
 JOHN J. REILLY  
 BARTON T. JONES

HAIGHT, GARDNER, POOR & HAVENS  
 FEDERAL BAR BUILDING  
 1819 H STREET, N. W.  
 WASHINGTON, D. C. 20006

NEW YORK OFFICE  
 ONE STATE STREET PLAZA  
 NEW YORK, N. Y. 10004  
 TEL (212) 344-6800

CABLE: MOTOR NEW YORK  
 RCA TELEX: 222974  
 WUI TELEX: 620362  
 ITT TELEX: 424674  
 WU TELEX: 127683

CABLE: MOTOR WASHINGTON RECORDATION NO. 10455-B Filed 1425  
 WU: TELEX 892598

TELEPHONE (202) 737-7847 JUL 3 1979 - 11 20 AM

July 2, 1979 INTERSTATE COMMERCE COMMISSION

RESIDENT PARTNER  
 CARROLL E. DUBUC \*  
 OF COUNSEL  
 RALPH E. CASEY \*  
 JOHN W. McCONNELL, JR. \*  
 \* ADMITTED TO D. C. BAR

Secretary  
 Interstate Commerce Commission  
 Washington, D.C. 20423

No. 3-1244368  
 Date JUL 3 1979  
 Fee \$10.00

ICC Washington, D. C.

Dear Sir:

We are special counsel for General Electric Credit Corporation ("GECC") and we enclose for filing with and recordation by the Interstate Commerce Commission four counterparts of a Release and Discharge, dated July 2, 1979, given by ACF Industries Incorporated, (the "Vendor") 750 Third Avenue, New York, New York 10017 to Itel Corporation, acting through its rail division (the "Vendee"), Two Embarcadero Center, San Francisco, California 94111.

The Vendee, by a Conditional Sale Agreement (the "Agreement") dated as of May 9, 1979, filed with the Interstate Commerce Commission on June 5, 1979, at 1:15 p.m. as assigned Recordation No. 10455, as amended by a certain Amendment (the "Amendment") dated as of June 8, 1979, and similarly filed and recorded on June 19, 1979, at 11:15 a.m. and assigned Recordation No. 10455-A, granted a security interest in the following units rail-road equipment, among others:

One hundred forty-three (143) 50'6" 70-ton boxcars (AAR Mechanical Designation XM) bearing the identifying numbers 7050 through 7053, 7055 through 7064, 7066 through 7087, 7090 through 7150, 7152 through 7177, 7179, 7181 through 7199, all numbers are inclusive and preceded by the letters GBW.

RECEIVED

JUL 3 11 12 AM '79

I.C.C.  
 FEE OPERATION BR.

*Partial Release*

*This one is 10455-B*

*Quintley P. H. Harrison*

2-

July 2, 1979

This Release and Discharge releases and relinquishes any and all right, title, interest, claim or demand of the Vendor in and to the above listed equipment arising by, through, or under the Agreement, as amended.

A check in the amount of \$10.00 is enclosed to cover filing fees.

Please return all additional copies of the enclosed counterparts not required for filing by the Interstate Commerce Commission to Allen Harrison of Wilmer, Cutler and Pickering who will be delivering this letter on our behalf.

Very truly yours,

HAIGHT, GARDNER, POOR & HAVENS

By

  
Charles S. Wassell

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

7/3/79

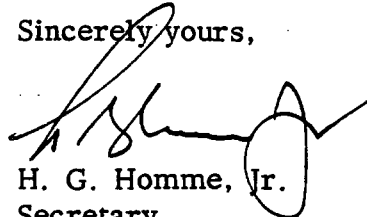
**OFFICE OF THE SECRETARY**

Charles S. Wassell  
Haight, Gardner, Poor & Havens  
Federal Bar Building  
1819 H Street, N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/3/79 at 11:20am , and assigned recordation number(s). 10455-B, 10456-B, 10461-A

Sincerely yours,



H. G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)

10455-B

RELEASE AND DISCHARGE

RECORDATION NO. 10455-B Filed 1425

JUL 3 1979 - 11 20 AM

This Release and Discharge dated July 3, 1979, by ACF INDUSTRIES, INCORPORATED (the "Vendor") whose principal office is at 750 Third Avenue, New York, New York to ITEL CORPORATION - RAIL DIVISION (the "Vendee"), whose principal office is at Two Embarcadero Center, San Francisco, California 94111.

WITNESSETH

WHEREAS, the Vendee by a Conditional Sale Agreement (the "Agreement") dated as of May 9, 1979, as amended by a certain Amendment (the "Amendment") dated as of June 8, 1979, granted a security interest to the Vendor in certain railroad equipment (the "Collateral"), more particularly described in Schedule A attached hereto as security for the payment of the purchase price of the Collateral; and

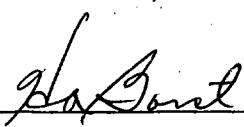
WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission on June 5, 1979 at 1:15 p.m. pursuant to the provisions of 49 U.S.C. Section 11303 and was assigned Recordation No. 10455 and the Amendment was similarly filed and recorded on June 19, 1979 at 11:15 a.m. and was assigned Recordation No. 10455-A; and

WHEREAS, the purchase price of the Collateral and all other sums secured by the Agreement, as amended by the Amendment, have been paid in full;

NOW, THEREFORE, in consideration of the premises and of the sum of \$1.00 and other good and valuable consideration, the receipt whereof is hereby acknowledged and in pursuance of the terms and provisions of the Agreement, as amended by the Amendment, the Vendor hereby releases and relinquishes any and all right, title, interest, claim or demand of the Vendor in and to the Collateral arising by, through or under the Agreement, as amended by the Amendment, and further authorizes this Release and Discharge to be filed with and recorded by the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 in order to discharge the Agreement, as amended by the Amendment, and to satisfy the same of record.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be executed all as of the date and year first above written.

ACF INDUSTRIES, INCORPORATED

By   
TREASURER  
Its \_\_\_\_\_

(Corporate Seal)

Attest:

  
Assistant Secretary

## DESCRIPTION OF COLLATERAL

One hundred forty-three (143) 50'6" XM 70-ton Box Cars lettered GBW and numbered 7050 thru 7053, 7055 thru 7064, 7066 thru 7087, 7090 thru 7150, 7152 thru 7177, 7179, 7181 thru 7199, inclusive.

## SCHEDULE A

( To Release and Discharge)

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK)

On this 29th day of June 1979 before me personally appeared H. A. Borst, to me personally know, who, being by me duly sworn, says that he is Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

EDWIN F. MEYER  
NOTARY PUBLIC, State of New York  
No. 30-7917803  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1980

(SEAL)